



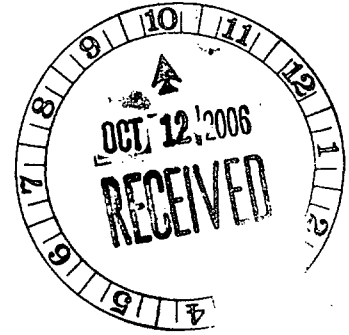
CORPORATION SERVICE COMPANY

RECORDATION NO. 25198-H FILED

OCT 12 '06

1-17 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea

Date: October 11, 2006

Order#: 519433/010

Re: ATW300600-ATW301091 BNSF RAILWAY COMPANY

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 10/20/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to my attention.

XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessee:

BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor



CORPORATION SERVICE COMPANY

New York, NY 10036

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of April, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BNSF RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76131-2830 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Railcar Lease (the "Lease") dated as of June 23, 2004, effective as of April 16, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 22, 2004 and given Recordation Number 25198.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: Richard A. Margl
Name: RICHARD A. MARGL
Title: ASST VP CARLOAD EQPT

Schedule A

Number of Cars			Equipment Description		
100	73' centerbeam lumber flat car				
1	ATW	300600	53	ATW	300764
2	ATW	300601	54	ATW	300770
3	ATW	300603	55	ATW	300783
4	ATW	300607	56	ATW	300785
5	ATW	300613	57	ATW	300786
6	ATW	300614	58	ATW	300790
7	ATW	300617	59	ATW	300805
8	ATW	300620	60	ATW	300806
9	ATW	300623	61	ATW	300809
10	ATW	300625	62	ATW	300819
11	ATW	300629	63	ATW	300821
12	ATW	300630	64	ATW	300822
13	ATW	300632	65	ATW	300824
14	ATW	300634	66	ATW	300825
15	ATW	300637	67	ATW	300828
16	ATW	300638	68	ATW	300829
17	ATW	300639	69	ATW	300831
18	ATW	300640	70	ATW	300836
19	ATW	300641	71	ATW	300850
20	ATW	300647	72	ATW	300854
21	ATW	300648	73	ATW	300864
22	ATW	300651	74	ATW	300874
23	ATW	300655	75	ATW	300876
24	ATW	300656	76	ATW	300886
25	ATW	300659	77	ATW	300889
26	ATW	300662	78	ATW	300895
27	ATW	300671	79	ATW	300902
28	ATW	300677	80	ATW	300904
29	ATW	300678	81	ATW	300911
30	ATW	300683	82	ATW	300920
31	ATW	300685	83	ATW	300925
32	ATW	300686	84	ATW	300926
33	ATW	300692	85	ATW	300930
34	ATW	300694	86	ATW	300933
35	ATW	300695	87	ATW	300942
36	ATW	300701	88	ATW	300944
37	ATW	300702	89	ATW	300949
38	ATW	300704	90	ATW	300984
39	ATW	300705	91	ATW	300992
40	ATW	300707	92	ATW	301013
41	ATW	300708	93	ATW	301026
42	ATW	300709	94	ATW	301033
43	ATW	300711	95	ATW	301040
44	ATW	300714	96	ATW	301044
45	ATW	300715	97	ATW	301063
46	ATW	300716	98	ATW	301067
47	ATW	300741	99	ATW	301078
48	ATW	300744	100	ATW	301091
49	ATW	300746			
50	ATW	300751			
51	ATW	300755			
52	ATW	300760			